

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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ORDER UNDER 11 U.S.C. §§ 327(a) AND 328 AND FED. R. BANKR. P. 2014  
AUTORIZING AMENDMENT OF FEE STRUCTURE FOR  
MERGER AND ACQUISITION TRANSACTION SERVICES INVOLVING  
DEBTORS' STEERING AND INTERIOR DIVISIONS PROVIDED BY  
ROTHSCHILD INC. NUNC PRO TUNC TO JULY 19, 2006

("ROTHSCHILD SUPPLEMENTAL RETENTION ORDER")

Upon the supplemental application, dated November 28, 2006 (the "Rothschild Supplemental Retention Application"),<sup>1</sup> of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014 authorizing the amendment of the fee structure for M&A Transaction services involving the Debtors' Steering Division and/or Interior Division provided by Rothschild Inc. as financial advisor and investment banker to the Debtors in these chapter 11 cases; and this Court having determined that the relief requested in the Rothschild Supplemental Retention Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Rothschild Supplemental Retention Application has been given and that no other or further notice is

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<sup>1</sup> Any initially capitalized terms used but not defined herein shall have the meanings ascribed to them in the Rothschild Supplemental Retention Application.

necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Rothschild Supplemental Retention Application is GRANTED.

2. Pursuant to the Rothschild Supplemental Retention Application and that certain Supplemental Engagement Letter, dated as of July 19, 2006, the Debtors' retention of Rothschild as their financial advisor and investment banker is hereby amended in accordance with 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014 and the Minimum M&A Fee outlined in that certain Supplemental Engagement Letter is hereby approved so as to enable Rothschild to be compensated as set forth therein for any services provided related to any M&A Transaction involving the Debtors' Steering Division and/or Interior Division, with approval of such fee structure being effective as of July 19, 2006.

3. Rothschild shall continue to file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, any applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. Other than as specifically set forth herein, the terms of the Final Order Under §§ 327(a) And 328 Authorizing Employment And Retention Of Rothschild Inc. As Financial Advisor And Investment Banker To The Debtors (Docket No. 1363) shall remain in full force and effect.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the Supplemental Retention Application.

Dated: New York, New York  
\_\_\_\_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE